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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 22, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated December 22, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement and associated documents which were previously filed with the Board under Recordation Number 27076.

The name and address of the party to the enclosed document are:

Secured Party: Credit Suisse, New York Branch  
Eleven Madison Avenue  
New York, New York 10010

[Borrower: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Anne K. Quinlan, Esq.  
December 22, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

10 railcars:

TILX 251700 – TILX 251704  
TILX 261967 – TILX 261971

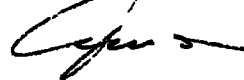
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

DEC 22 '08 -4 00 PM

SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases  
to TRIP Rail Leasing LLC**

December 22, 2008

This instrument (this "Release") is being entered into and delivered in connection with (i) the Amended and Restated Warehouse Loan Agreement dated as of August 7, 2007, among Trinity Rail Leasing Trust II ("TRLT-II"), Trinity Industries Leasing Company ("TILC"), Credit Suisse, New York Branch ("CSNYB") as agent thereunder (in such capacity, the "Warehouse Agent"), Wilmington Trust Company ("WTC") as Collateral Agent thereunder (WTC in such capacity, the "Collateral Agent") and the Lenders party thereto from time to time (the "Restated Warehouse Loan Agreement"), amending and restating the Warehouse Loan Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Loan Agreement"), among TRLT-II, TILC, the Lenders party thereto from time to time, and CSNYB (formerly Credit Suisse First Boston, New York Branch), as agent thereunder (in such capacity, the "Original Warehouse Agent"); and (ii) the Amended and Restated Security Agreement dated as of August 7, 2007, among TRLT-II, the Warehouse Agent and the Collateral Agent (the "Restated Warehouse Security Agreement"), amending and restating the Security Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Security Agreement") between TRLT-II and the Original Warehouse Agent.

WTC as Collateral Agent currently holds, pursuant to the Restated Warehouse Security Agreement, and CSNYB as Original Warehouse Agent formerly held, pursuant to the Original Warehouse Security Agreement, a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLT-II's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLT-II's disposition of the Assets by sale on or about the date hereof to TRIP Rail Leasing LLC ("Buyer"). WTC as Collateral Agent and CSNYB as Warehouse Agent and Original Warehouse Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Warehouse Agent, the Original Warehouse Agent, the Secured Parties (within the meaning of the Original Warehouse Security Agreement) or the Protected Parties (within the meaning of the Restated Warehouse Security Agreement), for the benefit of TRLT-II and Buyer (and its successor and assigns), that all of the Collateral Agent's, Warehouse Agent's or Original Warehouse Agent's right, title and interest in and to the Assets, whether held pursuant to the Restated Warehouse Security Agreement, the Original Warehouse Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

TRLT II Recordable Release

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as  
Warehouse Agent and Original Warehouse  
Agent

By:   
Its: Mark Golombek  
Director

By:   
Its: ALEX SMITH  
VICE PRESIDENT

WILMINGTON TRUST COMPANY, as  
Collateral Agent

By: \_\_\_\_\_  
Its: \_\_\_\_\_

TRLT II Recordable Release

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as  
Warehouse Agent and Original Warehouse  
Agent

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WILMINGTON TRUST COMPANY, as  
Collateral Agent

By:  \_\_\_\_\_  
Its: Jose L. Parades  
Assistant Vice President

*TRLT II Recordable Release*

ACKNOWLEDGMENT

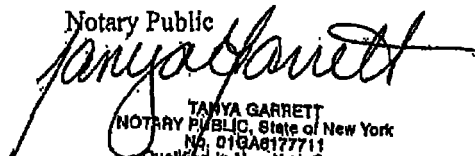
STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Golombek who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 22<sup>nd</sup> day of December, 2008.

MY COMMISSION EXPIRES:

Notary Public  
  
TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 016A6177711  
Qualified in New York County  
Term Expires November 10, 2011

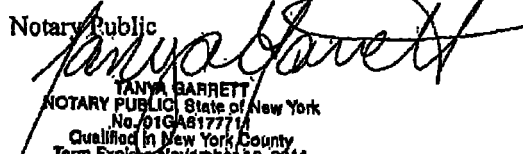
STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alex Smith, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 22<sup>nd</sup> day of December, 2008.

MY COMMISSION EXPIRES:

Notary Public  
  
TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 016A6177711  
Qualified in New York County  
Term Expires November 10, 2011

ACKNOWLEDGMENT

STATE OF Delaware )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared José Paredes, who upon oath, acknowledged himself to be a Buyer of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 18 day of December 2008.

MY COMMISSION EXPIRES:

Notary Public

*Dianne M. Bruton*

STATE OF Delaware )  
COUNTY OF New Castle )

DIANNE M. BRUTON  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011

Schedule 1

List of Railcars

(see attached)

*TRLT II Recordable Release*



**TRIP RAIL LEASING LLC**  
**Close 17**

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX251700	23514	August-06	Tank
2	TILX251701	23514	August-06	Tank
3	TILX251702	23514	August-06	Tank
4	TILX251703	23514	August-06	Tank
5	TILX251704	23514	August-06	Tank
6	TILX261461	30199	February-06	Tank
7	TILX261462	30199	February-06	Tank
8	TILX261463	30199	February-06	Tank
9	TILX261465	30199	February-06	Tank
10	TILX261466	30199	February-06	Tank
11	TILX261467	30199	February-06	Tank
12	TILX261468	30199	February-06	Tank
13	TILX261470	30199	February-06	Tank
14	TILX261472	30199	February-06	Tank
15	TILX261473	30199	February-06	Tank
16	TILX261479	30199	February-06	Tank
17	TILX261480	30199	February-06	Tank
18	TILX261481	30199	February-06	Tank
19	TILX261483	30199	February-06	Tank
20	TILX261485	30199	February-06	Tank
21	TILX261486	30199	February-06	Tank
22	TILX261487	30199	February-06	Tank
23	TILX261488	30199	February-06	Tank
24	TILX261489	30199	February-06	Tank
25	TILX261490	30199	March-06	Tank
26	TILX261491	30199	February-06	Tank
27	TILX261492	30199	February-06	Tank
28	TILX261493	30199	February-06	Tank
29	TILX261494	30199	February-06	Tank
30	TILX261495	30199	February-06	Tank
31	TILX261496	30199	February-06	Tank
32	TILX261497	30199	February-06	Tank
33	TILX261498	30199	February-06	Tank
34	TILX261499	30199	February-06	Tank
35	TILX261500	30199	February-06	Tank
36	TILX261501	30199	February-06	Tank
37	TILX261502	30199	February-06	Tank
38	TILX261503	30199	February-06	Tank
39	TILX261504	30199	February-06	Tank
40	TILX261505	30199	February-06	Tank
41	TILX261506	30199	March-06	Tank
42	TILX261507	30199	February-06	Tank
43	TILX261508	30199	February-06	Tank
44	TILX261509	30199	February-06	Tank
45	TILX261510	30199	February-06	Tank
46	TILX261511	30199	February-06	Tank

**TRIP RAIL LEASING LLC**  
**Close 17**

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX261512	30199	February-06	Tank
48	TILX261513	30199	February-06	Tank
49	TILX261514	30199	February-06	Tank
50	TILX261515	30199	March-06	Tank
51	TILX261516	30199	February-06	Tank
52	TILX261517	30199	February-06	Tank
53	TILX261518	30199	February-06	Tank
54	TILX261519	30199	May-06	Tank
55	TILX261520	30199	February-06	Tank
56	TILX261521	30199	February-06	Tank
57	TILX261522	30199	February-06	Tank
58	TILX261523	30199	February-06	Tank
59	TILX261524	30199	February-06	Tank
60	TILX261525	30199	February-06	Tank
61	TILX261526	30199	February-06	Tank
62	TILX261527	30199	February-06	Tank
63	TILX261528	30199	February-06	Tank
64	TILX261529	30199	March-06	Tank
65	TILX261530	30199	February-06	Tank
66	TILX261967	27716	January-07	Tank
67	TILX261968	27716	January-07	Tank
68	TILX261969	27716	January-07	Tank
69	TILX261970	27716	January-07	Tank
70	TILX261971	27716	January-07	Tank

Schedule 2

List of Leases

(see attached)

**Schedule 2**

**Leases**

1. Sixty (60) units identified with marks TILX 261461 – 261463, TILX 261465 – 261468, TILX 261470, TILX 261472 – 261473, TILX 261479 - 261481, TILX 261483, and TILX 261485- 261530 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Industries Leasing Company and Bayer MaterialScience LLC.
2. Five (5) units identified with marks TILX 251700 - 251704 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated August 2, 2004 between Trinity Industries Leasing Company and Elbow River Marketing Limited Partnership.
3. Five (5) units identified with marks TILX 261967 - 261971 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated June 15, 2005 between Trinity Industries Leasing Company and GEO Specialty Chemicals, Inc.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/22/08



\_\_\_\_\_  
Robert W. Alvord